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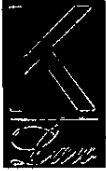


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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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November 8, 2006

VIA DHL

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: N5R Realty, Inc.

Dear Madam/Sir:

Enclosed for filing are the original and one (1) copy of the Articles of Incorporation and Designation of and Acceptance by Registered Agent regarding the above referenced corporation. In this regard, please accept our firm's check in the amount of \$87.50 for filing fees as follows:

Articles of Incorporation:	\$35.00
Designation of Registered Agent:	35.00
Certified Copy of Articles of Incorporation:	8.75
Certificate of Status	<u>8.75</u>

TOTAL: \$ 87.50

Please acknowledge receipt of these documents by date stamping the enclosed copy of this letter and returning same with the Certified Copy of the Articles of Incorporation.

If you have any questions, please feel free to contact our office.

Sincerely,

Frank R. Keasler, Jr.

FRK/dp

Enclosures

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Keasler Law Firm

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**ARTICLES OF INCORPORATION
OF**

N5R REALTY, INC.

The undersigned hereby files these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I.

The name of the Corporation shall be: **N5R Realty, Inc.**

ARTICLE II.

The general nature of the businesses to be transacted by the Corporation shall be generally to act as principal, agent or broker and on a commission or otherwise pecuniary relationship with real property owners and developers and in such capacity to provide sales, leasing, managing, maintenance and operation of real property of every kind, corporeal and incorporeal, and of every kind of estate and interest therein or pertaining thereto, to buy, sell and deal in all aspects of real property and to provide the sales agents, staff and support to undertake that which is necessary for representing real property owners and developers in the sale, marketing and the closing of the transfers of the various real property interest held by such third party owners and developers, and otherwise to do everything suitable, proper and conducive to the successful conduct of a real estate agency and brokerage business and all of its branches and departments and in all conformance with all applicable laws of each and every state in which each real property interest represented by this Company and the owners and developers thereof are situated and located.

IN GENERAL, and in connection with the foregoing, the Corporation shall enjoy and may use, exercise and apply all the powers of like corporations conferred by the corporation laws of the State of Florida.

ARTICLE III.

The maximum number of shares of capital stock that the Corporation is authorized to have outstanding at any time shall be one million (1,000,000) shares of Class A Voting Common Stock with a par value of One Cent (\$.01) per share, and one million (1,000,000) shares of Class B Non-Voting Common Stock with a par value of One Cent (\$.01) per share. All stock issued shall be paid fully and non-assessable.

ARTICLE IV.

The principal office of this Corporation shall be 3000 North Ponce de Leon, Suite A, St. Augustine, Florida 32084.

ARTICLE V.

The street address of the initial registered office of this Corporation in Florida shall be Keasler Law Firm, 10407 Centurion Parkway North, Suite 112, Jacksonville, Florida 32256, and its initial registered agent at that address shall be **Frank R. Keasler, Jr.** The registered office and registered agent of the Corporation may be changed from time to time upon notification to the proper authorities.

ARTICLE VI.

The number of the Directors of this Corporation shall not be less than one (1) or more than seven (7) as fixed from time to time by the provisions of the Bylaws.

ARTICLE VII.

The name of the subscriber of these Articles of Incorporation is Roman Bodnarchuk whose street address is 3000 North Ponce de Leon, Suite A, St. Augustine, Florida 32084.


ARTICLE VIII.

This Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on Shareholders herein are granted subject to this reservation.

ARTICLE IX.

The date corporate existence begins shall be November 7, 2006. This election is pursuant to Florida Statute 607.0203.

IN WITNESS WHEREOF, the undersigned subscribing Incorporator executed these Articles of Incorporation for the purpose of forming this Corporation under the laws of the State of Florida, and does hereby make, subscribe, acknowledge and file in this office of the Secretary of State, State of Florida, these Articles of Incorporation and do certify the facts herein stated are true, all on this 7th day of November, 2006.


Roman Bodnarchuk
Incorporator

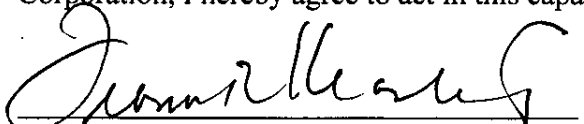
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 607.0501 of the Florida Statutes, the following is submitted in compliance with the Florida Business Corporation Act:

N5R Realty, Inc., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in Jacksonville, Duval County, State of Florida, named **Frank R. Keasler, Jr.**, located at Keasler Law Firm, 10407 Centurion Parkway North, Suite 112, Jacksonville, Duval County, Florida 32256, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Being named to accept service of process for the above stated Corporation at place designated in this certificate, and being familiar with the duties and responsibilities as registered agent for said Corporation, I hereby agree to act in this capacity and to comply with the provisions of said Act.



By: **Frank R. Keasler, Jr.**, Registered Agent

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